

The Companies Act 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
SCT HOLDINGS LIMITED


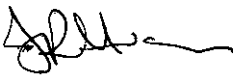


(PURSUANT TO SECTION 381A COMPANIES ACT 1985)

We the undersigned, being or representing all the members of the Company entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE** as follows:-

1. THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £1,152,735 provided that this authority shall expire on the fifth anniversary of the passing of this resolution and that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired and in the Resolution the expression "relevant securities" and references to the allotment of relevant securities shall bear the same meanings as in section 80 of the Act.

2. **THAT** the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by the previous Resolution, as if Section 89(1) of that Act did not apply to any such allotment PROVIDED that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,152,735 and shall expire on the fifth anniversary of the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require the allotment of equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.



NAME OF SHAREHOLDER	SIGNATURE	DATE OF SIGNATURE
Joseph Francis Holmes		6/17/02
Jonathan Richard Hughes		6/17/02
Dean Grant Sanders		6/12/02
Malcolm Edward Sanders		6/12/02
ECI Ventures Limited		

NAME OF SHAREHOLDER

SIGNATURE

DATE OF SIGNATURE

Joseph Francis Holmes

Jonathan Richard Hughes


Dean Grant Sanders

Malcolm Edward Sanders

ECI Ventures Limited



22/11/02



22/11/02

NAME OF SHAREHOLDER

SIGNATURE

DATE OF SIGNATURE

Joseph Francis Holmes

Jonathan Richard Hughes

Dean Grant Sanders



21/10/02.

Malcolm Edward Sanders

ECI Ventures Limited